

Alan J. Stone (# 2677)  
**Milbank LLP**  
55 Hudson Yards  
New York, NY 10001  
212-530-5285  
AStone@milbank.com

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

----- X  
KATERRA INC., by and through Daniel R. :  
Williams, as Plan Administrator on behalf of :  
Katterra Inc. and related debtors, :  
: Plaintiff, : Case No. 22-cv-00271 (CJB)  
: :  
v. :  
: MICHAEL E. MARKS, MATTHEW M. MARSH, :  
GA-LANE CHEN, ADAM FISHER, JEFF :  
HOOPES, JOHN HUI, PAAL KIBSGAARD, :  
BRAD KNIGHT, NEIL MEHTA, LISA PICARD, :  
MARK RANDALL, TREVOR SCHICK, :  
KRISHNA SHIVRAM, JOANNE SOLOMON, :  
MATT TACHOUET, AND ALAN YEUNG, :  
: Defendants. :  
----- X

**DECLARATION OF ALAN J. STONE IN SUPPORT OF DEFENDANTS  
MEHTA AND FISHER'S MOTION TO DISMISS THE COMPLAINT**

I, Alan J. Stone, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am a partner with the law firm of Milbank LLP, counsel for Neil Mehta and Adam Fisher in this matter, and submit this Declaration in support of Defendants Neil Mehta and Adam Fisher's Motion to Dismiss the Complaint.
2. Attached hereto as **Exhibit A** is a true and correct copy of the Katerra Delaware Certificate of Incorporation.

3. Attached hereto as **Exhibit B** is a true and correct copy of relevant excerpts of the Katerra Delaware Voluntary Petition, *In re Katerra Inc., et al*, Case No. 21-31861 (June 6, 2021) [D.I. 1].

4. Attached hereto as **Exhibit C** is a true and correct copy of the Action by Unanimous Written Consent of the Board of Directors of Katerra Inc. (Cayman), dated March 28, 2017.

5. Attached hereto as **Exhibit D** is a true and correct copy of the Action by Written Consent of the Board of Directors of Katerra Inc. (a Delaware corporation), dated September 15, 2017.

6. Attached hereto as **Exhibit E** is a true and correct copy of the Katerra Inc. (Cayman Islands) Notice of Exempt Offering of Securities (Form D), dated February 7, 2018.

7. Attached hereto as **Exhibit F** is a true and correct copy of the State of Delaware Amended Annual Franchise Tax Report for Katerra Delaware, dated February 6, 2019.

8. Attached hereto as **Exhibit G** is a true and correct copy of Katerra Delaware's Nevada Secretary of State filing history.

9. Attached hereto as **Exhibit H** is a true and correct copy of the Annual List of Officers, Directors and State Business License Application of Katerra Inc., Business Number E0435002015-6, dated July 20, 2018.

10. Attached hereto as **Exhibit I** is a true and correct copy of relevant excerpts of the Katerra Cayman Voluntary Petition, *In re Katerra Inc., et al*, Case No. 21-31862 (June 6, 2021) [D.I. 1].

11. Attached hereto as **Exhibit J** is a true and correct copy of relevant excerpts of the Order (I) Approving the Disclosure Statement and (II) Confirming the Amended Joint Chapter

11 Plan of Katerra Inc. and its Debtor Subsidiaries, *In re Katerra Inc., et al*, Case No. 21-31861 (October 21, 2021) [D.I. 909].

12. Attached hereto as **Exhibit K** is a true and correct copy of relevant excerpts of the Notice of Filing of Third Amended Plan Supplement, *In re Katerra Inc., et al*, Case No. 21-31861 (October 10, 2021) [D.I. 1358].

I declare under penalty of perjury that the foregoing is true and correct. Executed on June 10, 2022.

/s/ Alan J. Stone

Alan J. Stone